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Division of Corporations

Carlton Fields

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EMERALD BEACH RESORT CONDOMINIUM III ASSOCIATION, IN

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May 28, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMERALD BEACH RESORT CONDOMINIUM III ASSOCIATION, INC.
14700 FRONT BEACH ROAD, SUITE 1
PANAMA CITY BEACH, FL 32413

SUBJECT: EMERALD BEACH RESORT CONDOMINIUM III ASSOCIATION, INC.
REF: N07000006682

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

On the Amended and Restated Articles the current corporate name needs to be at the top of the page not the new name. You are not amending the new name you are amending the old name and articles.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EMERALD BEACH RESORT CONDOMINIUM III ASSOCIATION, INC.
(NOW TO BE KNOWN AS EMERALD BEACH RESORT
MULTI-CONDOMINIUM ASSOCIATION, INC.)
A Corporation Not-For-Profit**

The Board of Directors of the Emerald Beach Resort Multi-Condominium Association, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, formerly known as Emerald Beach Resort Condominium III Association, Inc., unanimously adopted these Amended and Restated Articles of Incorporation of Emerald Beach Resort Multi-Condominium Association, Inc. ("Articles of Incorporation") by written consent in lieu of a meeting dated as of May 23, 2008, such actions also having been consented to and approved by 100% of the members of the corporation (said members also constituting 100% of the owners of units in Emerald Beach Resort Condominium III). These Amended and Restated Articles of Incorporation are intended to and shall supersede the Articles of Incorporation that were filed with the Florida Department of State on July 5, 2007.

I. **Name.** The name of the corporation shall be: EMERALD BEACH RESORT MULTI-CONDOMINIUM ASSOCIATION, INC. (the "Multi-Condominium Association"). All capitalized terms which are not otherwise defined herein shall have the same meaning as contained in the declaration of condominium for the projects which are subject to governance by this corporation, unless otherwise provided to the contrary.

II. **Purposes.** The purposes of the Multi-Condominium Association shall be to administer the operation, maintenance, and management of one or more separate and distinct condominium regimes (the "Condominiums"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Bay County, Florida (the "Land"), and to perform the acts and duties incident to operation and management of the Condominiums in accordance with the provisions of these Articles of Incorporation, the Amended and Restated By-Laws of the Multi-Condominium Association (the "By-Laws") and the declaration of condominium of the applicable Condominiums (the "Declarations"), which will be recorded in the Public Records of Bay County, Florida, when the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership; and to maintain, operate, encumber, lease, manage, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominiums (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominiums and to operate and maintain the Multi-Condominium Association Property as may exist from time to time for the benefit of the Emerald Beach Resort (the "Property"). The Multi-Condominium Association shall be conducted as a non-profit organization for the benefit of its members.

III. **Powers.** The Multi-Condominium Association shall have the following powers:

3.1 All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

3.2 All of the powers conferred on a condominium association by law and which are reasonably necessary to implement and effectuate the purposes of the Multi-Condominium Association, including, without limitation, the power, authority and right to:

(a) Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominiums, as such terms are defined in the Declarations.

(b) Levy and collect Condominium Assessments and Master Condominium Assessments against members of the Multi-Condominium Association to defray the costs, expenses and losses of the Condominiums and to operate and maintain the Multi-Condominium Association Property, as provided in the Declarations and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property and the Multi-Condominium Association Property, including Units, which may be necessary or convenient in the operation and management of the Condominiums and in accomplishing the purposes set forth in the Declarations, and the right to levy and collect assessments for the management and operation of any recreation facilities and Water Management System which are created for the use of the members of the Multi-Condominium Association, and the payment of other obligations of the Members to be collected by the Multi-Condominium Association.

(c) Maintain, repair, replace, operate and manage the Condominium Property and the Multi-Condominium Association Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property and the Multi-Condominium Association Property.

(d) Contract for the management of the Condominiums and the Multi-Condominium Association Property and, in connection therewith, to delegate any and/or all of the powers and duties of the Multi-Condominium Association to the extent and in the manner permitted by the Declarations, the By-Laws, and the Act.

(e) Enforce the provisions of these Articles of Incorporation, the Declarations, the By-Laws, and all rules and regulations governing use of the Condominiums and Condominium Property and the Multi-Condominium Association Property which may from time to time be established.

(f) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Multi-Condominium Association in the Declarations and the Act.

(g) Participate as a member of the MA having jurisdiction over and providing benefits to the Condominium Property and the Multi-Condominium Association Property as described in the Declarations on behalf of and for the benefit of the members of the Multi-Condominium Association, including the collection of common expenses of the MA allocated pursuant to terms of the Master Declaration.

(h) Provide and/or arrange for all services which the law permits to be provided by a condominium association including those services set forth in Florida Statutes, Section 718.111.

IV. **Members/Voting.** The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as set forth in Article II of the By-Laws, the provisions of which are incorporated by reference. With regard to the Timeshare Association (as defined in the Declaration of Condominium for Emerald Beach Resort Condominium III, and as may be defined in other Declarations), pursuant to the Declaration of Vacation Plan for Panama City Beach Vacation Ownership Plan as has been recorded in the public records of Bay County, Florida, as may be amended from time to time, the Timeshare Association shall enter into one or more Cotenancy Agreements to be recorded in the public records of the County, which will provide that the Timeshare Association will act as the voting representative of the multiple owners of a Unit or grouping of Units and shall cast the votes on behalf of such multiple owners at all meetings of the Multi-Condominium Association and/or the MA in accordance with the provisions of the Cotenancy Agreement(s).

V. **Duration.** The Multi-Condominium Association shall have perpetual existence.

VI. **Office.** The principal office of the Multi-Condominium Association shall be located in Florida, and the official records of the Multi-Condominium Association shall be maintained within the State of Florida, as may from time to time be designated by the Board of Directors. The principal place of business shall be 14700 Front Beach Road, Panama City Beach, FL 32413.

VII. **Management.** The affairs of the Multi-Condominium Association shall be managed by the Board of Directors of the Multi-Condominium Association ("Board"), directing and acting through the officers of the Multi-Condominium Association, including the President of the Multi-Condominium Association assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, always subject to the direction of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel for the operation and management of the Condominiums and the affairs of the Multi-Condominium Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Multi-Condominium Association or a Director or officer of the Multi-Condominium Association, as the case may be.

VIII. **Directors.** The Board of Directors shall consist of no fewer than three (3) nor more than nine (9) persons as provided for in the By-Laws. Board members shall have staggered

terms and shall be elected by the members of the Multi-Condominium Association at the annual meetings of the membership as provided by the By-Laws. All members of all Boards of Directors shall be members of the Multi-Condominium Association or shall be authorized representatives, officers or employees of a corporate member of the Multi-Condominium Association, except during the period EMERALD BEACH RESORT, L.L.C. (the "Declarant") controls the Board as specified in the By-Laws.

IX. **Officers.** The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. All officers must be members of the Multi-Condominium Association, except those appointed by Declarant. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X. **Board.** The names and addresses of the members of the Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office at the pleasure of the Declarant until removed by the Declarant and thereafter until their successors are selected and have qualified as provided in the By-Laws, are as follows:

Richard Scinta
9560 Via Encinas
Orlando, Florida 32830

Robert Lewis
5353 Del Verde Way
Orlando, Florida 32819

Jeff Musselman
8427 South Park Circle, Suite 500
Orlando, Florida 32819

XI. **Officers.** The officers of the Multi-Condominium Association, who shall hold office until their successors are elected and have qualified pursuant to these Articles of Incorporation and the By-Laws, shall be the following:

President:	Richard Scinta 9560 Via Encinas Orlando, Florida 32830
------------	--

Vice-President: Robert Lewis
5353 Del Verde Way
Orlando, Florida 32819

Secretary/Treasurer: Jeff Musselman
8427 South Park Circle, Suite 500
Orlando, Florida 32819

XII. Intentionally Omitted.

XIII. By-Laws. The By-Laws of the Multi-Condominium Association shall be adopted by a majority vote of the Directors of this Multi-Condominium Association at a meeting at which a majority of the Directors are present, and thereafter, the By-Laws may be amended, altered or rescinded only as provided in the By-Laws.

XIV. Indemnification. Every Director and every officer of the Multi-Condominium Association shall be indemnified by the Multi-Condominium Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Multi-Condominium Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Multi-Condominium Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

XV. Amendment. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Multi-Condominium Association acting upon a vote of the majority of the Directors, or by the members of the Multi-Condominium Association holding a majority of the votes in the Multi-Condominium Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Multi-Condominium Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Multi-Condominium Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him or her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the

member at his or her Post Office address as it appears on the records of the Multi-Condominium Association, with first class postage thereon prepaid. Such notice shall further be posted on the Condominium Property for at least 14 continuous days preceding the meeting. Any member may waive such notice by written waiver of notice signed by such member and such waiver when filed in the records of the Multi-Condominium Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of members holding at least sixty-six percent (66%) of the voting interest in the Multi-Condominium Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Bay County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Declarant to designate and select members of the Board of Directors of the Multi-Condominium Association, as provided in Article VIII hereof, or otherwise alter or abrogate rights of Declarant, may be adopted or become effective without the prior written consent of Declarant.

XVI. Registered Agent and Registered Office. The registered agent for the Multi-Condominium Association shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, as designated in the attached Certificate. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

XVII. Conflict. In the event of conflict among the powers and duties of the Multi-Condominium Association or the terms and provisions of the Declaration or the exhibits attached thereto, the Declaration shall take precedence over the Articles of Incorporation, By-Laws and applicable rules and regulations; the Articles of Incorporation shall take precedence over the By-Laws and applicable rules and regulations; and the By-Laws shall take precedence over applicable rules and regulations, all as amended from time to time. Notwithstanding anything in the Declaration or its exhibits to the contrary, the Multi-Condominium Association shall at all times be the entity having ultimate authority over the Condominium, consistent with the Act.

IN WITNESS WHEREOF, the Directors of the Multi-Condominium Association have hereunto set their hands and seals effective as of the _____ day of May, 2008.

Richard Scinta

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of May, 2008, by Richard Scinta, who ☐ is personally known to me or ☐ who has produced _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

(Commission Number, if any)

(Signature)

Name: _____

(Legibly Printed)

Notary Public, State of Florida

IN WITNESS WHEREOF, the Directors of the Multi-Condominium Association have hereunto set their hands and seals effective as of the 21 day of May, 2008.

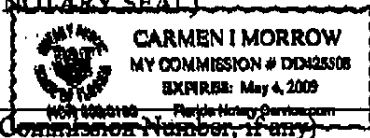

Richard Scinta

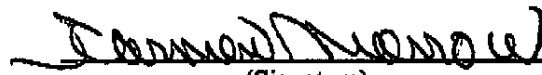
STATE OF FLORIDA
COUNTY OF Orange

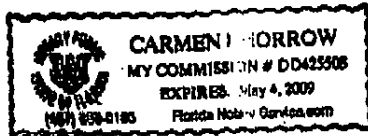
The foregoing instrument was acknowledged before me this 21 day of May, 2008, by Richard Scinta, who ☒ is personally known to me or ☐ who has produced _____ as identification.

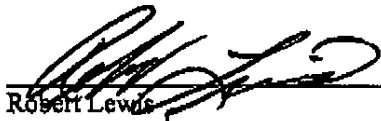
My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)
Name: Carmen Morrow
(Legibly Printed)
Notary Public, State of Florida



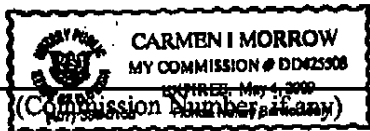

Robert Lewis


STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 22 day of May, 2008, by Robert Lewis, who ☐ is personally known to me or ☒ who has produced Florida D. S. as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)
Name: Carmen Morrow
(Legibly Printed)
Notary Public, State of Florida

Jeff Musselman
Jeff Musselman

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of May, 2008, by Jeff Musselman, who ☒ is personally known to me or ☐ who has produced _____ as identification.

My Commission Expires: 7/1/11

(AFFIX NOTARY SEAL)

#DD687016
(Commission Number, if any)

Julie Kisha
(Signature)
Name: Julie Kisha
(Legibly Printed)
Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, 617.0501 and 607.0501, the following is submitted:

EMERALD BEACH RESORT MULTI-CONDOMINIUM ASSOCIATION, INC.,
organized as a corporation under the laws of the State of Florida, has designated 14700 Front Beach Road, Panama City Beach, FL 32413, as its Registered Office, and has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its Registered Agent.



Richard Scinta

Robert Lewis


Jeff Musselman

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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Richard Scinta



Robert Lewis

Jeff Musselman